EXHIBIT W

Translation into English

Registered by the State Registration Chamber Under the Ministry of Justice of the Republic of Moldova 105077910 16.02.1998 Adopted by the decision of foundation meeting

Minutes dated 30.01.1998

Round seal with arms: Republic of Moldova - Chisinau - Ministry of Justice - State Registration Chamber - Buiucani Sector/
State Registrar /signature/ I. Merlici

ARTICLES OF ASSOCIATION OF "RITLABS" LLC

Chisinau, 1998



- **GENERAL CLAUSES**
- 1.1 These Articles of Association have been elaborated based on and in compliance with the provisions of the Law of the Republic of Moldova "On enterprises and entrepreneurship", "Regulation on the economic societies of the Republic of Moldova" adopted by the Governmental Decree of the Republic of Moldova on 10.09.1991 No. 500 and the Memorandum of Association of the company "RITLABS" LLC, hereinafter referred to as Company.
- 1.2 The full name of the Company is: THE FIRM "RITLABS" LIMITED LIABILITY COMPANY The abbreviated name of the Company is: FIRM"RITLABS" LLC
- 1.3 The head office of the Company is: MD-2088, Chisinau municipality, 8 Podgornii street, Ghidighici commune.
- 1.4 The Company "RITLABS" LLC hereinafter called "the Company" is a limited liability company. The Company's liability is limited to its patrimony. The Company can not be held liable for the obligations of any of its members. The founders can be held liable for the Company's obligations only to the extent of respective contributions to the authorized capital. The founders that did not provide their contributions in full bear the full responsibility, including the unpaid amount.
- 1.5 From the very moment of registration the Company becomes a corporate entity
- 1.6 The company shall have an autonomous accounting balance and banking accounts, its own symbolics and seal containing its name.

2. SCOPES AND SPHERES OF ACTIVITIES

- The Company is established by the association of material and intellectual inputs of founders for the scope obtaining profits. In order to attain its scopes the company will practice the following types of activities:
- elaboration and exploitation of software;
- activities related to computers and software;
- commercial mediation activities, import and export transactions;
- specialized retail commerce, including sales of office machines and accessories:
- elaboration (design), production, installation, maintenance and exploitation of public data transport networks.

Other types of activities conducted in the manner provided by the law.

- 3. AUTHORIZED CAPITAL. SHARES.
- 3.1 The Company's authorized capital is 5400 (five thousand four hundred) lei.
- 3.2 As of the date of foundation the Company's authorized capital was made up on by the contributions of members provided in the following way:

No.	Names of members	Share in the capi	Percentage share of each member		
		Lei	%	in the company's authorized capital (%)	
1	Demcenco S.I.	2160	40	40	
7	Masiutin M.G.	1620	30	30	
3	Tanurcov S.S.	1620	30	30	
TOTAL		5400 100		100	

- 3.3 The shares of members are provided in accordance with the provisions of the Company's Memorandum of Association, the contributions persons that become members of the Company after foundation are determined by the Assembly of members.
- 3.4 The authorized capital of the Company may be increased by the amounts undistributed profits after meeting all the tax obligations.
- 3.5 The authorized capital of the Company may be decreased by the reduction of share certificates of the Company members, by redemption of share certificates from the members excluded from the Company with subsequent cancellation of such certificates.
- 4. THE RESERVE FUND. ADDITIONAL CONTRIBUTIONS.
- 4.1 The reserve fund shall be established in the amount equal to 15% of the Company's total authorized capital. The reserve fund will be established by annual allocations from obtained net profits until the necessary amount is attained. The annual percentage of allocations is subject to determination by the decision of general Assembly of members but may in no case be less than 5 %.
- 4.2 In order to cover the losses or in cases of urgent necessity the Company's members may provide additional temporary contributions to the authorized capital. The additional contributions do not increase the relative shares of the founders in the authorized capital. Payment of additional contributions is done proportionally to the values of already existing shares. The decision to provide additional contributions and their values are to be determined unanimously by the general Assembly of members, as for the modality and the

Case 1:12-cv-00215-AJT-IDD Document 104-25 Filed 07/09/12 Page 6 of 30 PageID# 3446 terms of providing additional shares - by at least 3/4 of votes.

- 4.3 The founders can not be held liable for the provision of any supplementary services.
- 5. MANAGEMENT ORGANS OF THE COMPANY.
- 5.1 The management organs of the Company are:
- The General Assembly of members hereinafter referred to as Assembly;
- The executive body established by the decision of the Assembly in the form of Managing Committee. The executive body, independently on its organizational form shall be referred to as "Director";
- The Censorship Committee (the Censor).

6. THE GENERAL ASSEMBLY, COUNTING OF VOTES

- 6.1 The following matters are referred to the exclusive competence of the Assembly of Members:
- 1. Operation of amendments to the Articles of Association, increase or decrease of authorized capital;
- 2. Adoption of annual reports and accounting balance, distribution of profits:
- 3. Election of the Director;
- 4. Election and dismissal of Censor
- 5. Adoption of labor remuneration techniques and remuneration of the Director and of the Censor;
- 6. Exclusion of any member from the Company;
- 7. Adoption of contracts signed for amounts greater than 30 times the authorized capital and also of contracts signed between the Company and its members;
- 8. Making decisions on material liability of Director and of the Censor.
- Reorganization and liquidation of the Company.
- 6.2 When voting that or another decision each of the members will have a number of votes proportional to the value of shares held in the authorized capital of the Company by the principle "one percent of authorized capital = 1 vote".
- 6.3 Decisions on all matters shall be taken by simple majority of votes with exception made for the points 1, 2, 6 and 9 of the clause 6.1 set out above. Adoption of such decisions requires at least 3/4 of total votes of members. If there are less than 3 members and their shares are equal, such decisions may only be unanimous.
- 6.4 Any member will not be allowed to vote on the matters of determination of his/her material liability or regarding the conclusion of any contracts between himself/herself and the Company.

- 6.5 The meetings of General Assembly can be annual and extraordinary. Annual meetings are convoked according to the applicable legislation. Extraordinary meetings of the Assembly may be convoked:
- by the Director if the interests of the Company so require;
- by the Censor;
- by members holding with more than 10% of the total number of votes.
- 6.6 In the cases when timely convocation of the Assembly for resolving problems important for the Company and also in other cases stipulated by the Company's internal regulations the respective decisions may be taken by polling the Company members according to the requirements of the legislation in force. Decisions by polling are considered effective only if all members have provided unanimous answers.
- 6.7 In the rest of the cases convocation of the General Assembly and agenda shall be effected by the members according to the stipulations of the applicable legislation.
- 7. THE EXECUTIVE BODY (THE DIRECTOR)
- 7.1 The Company's routine activities are run by the Director.

7.2 The director:

- organizes the Company's activities in accordance with the applicable legislation, organizes the accounting process and secretary works, employs and dismisses Company's officers;
- concludes transactions in the name of the Company;
- represents the Company without power of attorney, implements the provisions of these Articles and executes the decisions of General Assembly;
- assures the integrity of Company's property;
- produces the annual reports and the accounting balance-sheets and presents them for examination to the General Assembly;
- organizes execution of decisions taken by the General Assembly;
- resolves on other matters related to the Company's activities, except for the ones referred to the sole jurisdiction of the General Assembly.

8. THE CENSOR

- 8.1 The Censor shall enjoy the following rights:
- to perform audits of the Company's activities by own initiative;
- to require the Company's employees to provide any documents and personal explications as may be necessary for the said audits;
- to have a consultative vote at the meetings of the Board of Directors.
- 8.2 The Censor shall have the following obligations:
- -to audit the Company's annual reports and balance-sheets and compile reports relating the results of such audits to be attached to the annual report

of the Company;

- to audit the Company's activities as may be ordered by the General Assembly or at the request of at least one member;
- to present to the General Assembly the results of such audits;
- to maintain confidentiality and commercial secrets as may be disclosed to him/her by the Company.
- to convoke extra meetings of the Assembly if the interests of the Company so require as well as in cases of willful misconduct by any of the Company's employees.

9. RIGHTS AND OBLIGATIONS OF MEMBERS

9.1 The Company's members are obliged to:

- provide their share contributions in full in the amounts, modality and forms prescribed in the foundation documents;
- never divulge confidential information relating the Company's activities;
- always observe the requirements of the foundation documents;
- perform their obligations to the Company as may be assumed according to the law;
- provide the necessary assistance to the Company enabling it to perform its activities in the due manner.
- 9.2 The members of the Company shall have the following rights:
- to take part in the Company's management activities in accordance with the foundation documents;
- to benefit from the shares of profit proportional to the value of their contributions to the authorized capital as set out in the Memorandum of Association;
- to receive information relating to the Company's activities, including accounting information, reports and other documents as set out in the Memorandum of Association;
- to enjoy the preferential right to purchase the shares made available for alienation by any other member of the Company proportional to the value of his/her share certificate, if not otherwise determined by mutual agreement of members;
- to require examination of particular problems by the General Assembly, as provided by the foundation documents;
- to require convocation of extraordinary meetings of the General Assembly of members in accordance with the provisions of foundation documents;
- to require audits of Company's activities to performed by the Director;
- to alienate their share certificates (fully or partially) in the favor of one or more members of the Company or third parties in accordance with the provisions of the legislation in force;
- 9.3 The members of the Company systematically not meeting their obligations to the Company in accordance with all the relevant provisions or

that by their action impede to the attainment of statutory goals by the Company may be excluded from the Company by a resolution taken by the Assembly by at least ¾ of the total number of votes. The member found in breach of statutory provisions will not participate in such voting.

10. SHARE CERTIFICATES AND MODALITIES OF THEIR ALIENATION

10.1 Any member of the company has the right to alienate his shares freely to any other member of the Company (transmit, sell, etc).

Shares may be alienated partially or integrally.

- 10.2 The Company members shall have the preferential right to purchase the shares made available for alienation proportionally to the values of the shares in their posmeeting at negotiable price.
- 10.3 The Company members may alienate their share certificates to third persons only if the other members do not exercise their preferential rights to purchase the shares.
- 10.4 Any member wishing to alienate his/her share integrally or partially shall inform respectively all the other members in written indicating the reasons for such alienation, the conditions of sale and the price wanted. In such a case the Director must convoke an extraordinary meeting of the General Assembly.

The members are bound to decide on the purchase of shares available for alienation within 90 days from receipt of the respective written notice by the Director.

Should the members fail to resolve or refuse to purchase the shares made available for alienation, the member in case may alienate his/her shares to a third party, the deal conditions being not more advantageous than the ones proposed to the remaining members.

- 10.5 In case of reorganization or liquidation of any corporate entity or death of any private individual that was member of the Company, the rights and obligations of the reorganized or dead persons shall pass to their legal successors. Should any such successor refuse to become a member of the Company, the respective shares shall be alienated according to the provisions of the clauses 10.1, 10.2, 10.3 and 10.4 of these Articles.
- 10.6 In the case a corporate entity member of the Company is liquidated the rest of the members are in right to purchase the share certificates of the liquidated member at the price established by the liquidation commission according to the clauses 10.1 and 10.2 of the present Articles of Association or to adopt a decision to alienate the certificates to third parties according to the clauses 10.3 and 10.4 of these Articles of Association.

- 10.7 Other contributions of members to the Company's authorized capital and the ways of share certificate alienation are regulated by the legislation in force.
- WAYS OF DISTRIBUTION AND INVESTMENT OF COMPANY'S PROFITS. 11.
- 11.1 The Company's profits shall be distributed in the following ways according to the decisions of General Assembly:
- Formation and replenishment of reserve fund;
- Company development fund;
- Fund for the stimulation of Director, Censor and employees;
- Other purposes determined by the General Assembly;
- Payment of dividends to the members according to the results of annual activities or any other periods agreed between the members or established in these Articles of Association.
- 11.2 The ways of using the funds shall be determined by the decision of the General Assembly of members, or if so consented - by the Company director.

REORGANIZATION AND LIQUIDATION 12

12.1 The Company may shut down its activities by reorganization or liquidation.

In case of reorganization the rights and obligations of the Company members are transferred to their legal successors.

The company may be liquidated:

- in case it is declared bankrupt;
- in case the number of members is reduced to one single member and no other members are admitted to the Company;
- by the decision of the General Assembly;
- in other cases provided by the legislation in force and these Articles.
- 12.2 In case of liquidation of the Company:
- a special Liquidation Commission shall be established by the unique member to act in the way determined by the legislation of the Republic of Moldova:
- the liquidation Commission (the Company's Liquidator) will publish in the Official Monitor of the Republic of Moldova the announcement regarding the Company's liquidation, setting out the procedure and the terms of liquidation, the period allowed for meeting the creditors' claims and conducts an evaluation of the Company's assets (assets and all accounts receivable owed to the Company) and determines the Company's liabilities to the creditors, as well as undertakes other measures for the collection of debts;
- upon the expiry of the period established for the filing of claims by the creditors the Liquidation Commission (the Liquidator) will present to the unique member the Protocol of evaluation of assets and the list of amounts claimed by the creditors with the results of their investigation. The above

documents are approved by the unique member and communicated to each creditor.

- upon meeting all liabilities before the creditors the Liquidation Commission (the Liquidator) produces the liquidation balance-sheet and presents it to the unique member together with the remaining property, if any;
- the property handed over to the Company, its branches and affiliates will be returned to the initial proprietors, while the value of the rights to use such property will be included into the amounts due to the proprietors upon the final distribution of assets.
- 12.3 The Company shall be considered liquidated and shall cease its activity from the moment it is deleted from the State Commercial Register.

Members	Signatures
Demcenco Sergiu Ion	/signature/
Masiutin Maxim Ghenadii	/signature/
Tanurcov Stefan Stefan	/signature/

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On 3rd February 1998 I, Viorica Botnari, state notary of the State Notary Office no. 2 of Centru sector, Chisinau city, Republic of Moldova, do hereby legalize the signatures of the citizens Demcenco Sergiu, Masiutin Maxim, Tanurcov Stefan made in my presence.

Parties duly identified.

Registered under No. 8/10-3-577 State Duty Levied: 1-80 lei

State Notary /signature/

/Round Seal with Arms: State Notary Office no. 2 - Republic of Moldova - Chisinau/

Round seal with arms: Republic of Moldova - Chisinau - Ministry of Justice - State Registration Chamber - Buiucani Sector//signature/

THE REPUBLIC OF MOLDOVA
THE PUBLIC NOTARY Lidia Zaporojanu
RESIDENCE: mun. CHISINAU, STEFAN cel MARE Av., 69/1

Year 2012 month 01 day 19

I, the Public Notary, Lidia Zaporojanu, certify the authenticity of the present copy with the original document; any erasures, additions, struck out words or other unstipulated corrections or other peculiarities has been not found in the latter.

Registered under the No. 1082

Paid: State Tax 500 lei

payment for notary's services 1000 Gei

The Public Notary

/signature/

Seal: Republic of Moldova. The Public Notary — Lidia Zaporojanu. The Licence No. 071

1. Belto

Subsemnata Baltă Mariana, licențiată în în limbi moderne, certific autenticitatea traducerii în limba engleză cu textul înscrisului în copie legalizată, care a fost vizat de mine. The undersigned Balta Mariana, translator in moderns languages, certify the authenticity of the legal copy into English, which was performed by me.

19.01.2012

Semnătura traducătorului Translator signature

Case 1:12-cv-00215-AJT-IDD Document 104-25 Filed 07/09/12 Page 14 of 30 PageID# 3454

NOTARUL PUBLIC *LIDIA ZAPOROJANU*

SEDIUL BIROULUI: MUN. CHIŞINĂU, BD. ŞTEFAN CEL MARE 69/1;

Tel: 27-80-61

Anul două mii doisprezece, luna ianuarie, ziua a nouăsprezecea

Eu, notar public, Lidia Zaporojanu, legalizez semnătura traducătorului,

Baltă Mariana, care îmi este cunoscută.

S-a înregistrat cu nr. 1084

S-a încasat taxa de stat - <u>1-00 leu</u>

S-a perceput plata pentru serviciul notarial - <u>19-00 lei</u>
NOTAR PUBLIC

Translation into English

"REGISTERED"
State Registration Chamber
Of the Department of Informational
Technologies

"APPROVED" by the General Meeting of Shareholders Company "RITLABS" Ltd Report no. 1, dated 14.11.2001

Dated 04.01.2002 State registrar /signature/ I. Merlici

Seal: State Registration Chamber. Chisinau municipal Office. 105.

AGREEMENT

on changes in the constitution documents of the Company "RITLABS" Ltd Registration number 105077910 dated 16.02.1998

Partners:

Demcenko Serghei, born on 06.05.1960, residing: 17/1 Ginta Latina street, ap. 91, Chisinau mun., Identity card A 88017094, issued by the office 88 on 08.02.2000, p.c. 200088007672.

Tanurcov Stefan, born on 19.04.1974, residing: 80/5 Albisoara street, ap. 31, Chisinau mun., Identity card A 02039961, issued by the office 02 on 06.11.1998, p.c. 0962505547913.

Masiutin Maxim, born on 14.09.1977, residing: 3 Mircea cel Batrin avenue, ap. 78, Chisinau mun., Identity card A 03018954, issued by the office 03 on 26.02.1998, p.c.0982502032795,

Based on report no. 1 dated 14.11.2001 on seat change, they decided the following:

I. The point 2 of Constitution Contract and point 1.3 of the Statute to be changed and will have the following content:

The seat of the Company "RITLABS" Ltd: 180 Stefan cel Mare avenue, office 102, Chisinau mun.

This agreement was prepared in 2 copies with the same legal value, one of which is kept to State Registration Chamber and the second one is issued to the applicant.

Partners: Signatures: Tanurcov Stefan /signature/ Demcenko Serghei /signature/ Masiutin Maxim /signature/

Case 1:12-cv-00215-AJT-IDD Document 104-25 Filed 07/09/12 Page 16 of 30 PageID# 3456

STATE REGISTRATION CHAMBER CHISINAU MUNICIPAL OFFICE BUIUCANI SECTOR

04.12.2001

This agreement on changes is signed before me by:

Demcenko Serghei, born on 06.05.1960, residing: 17/1 Ginta Latina street, ap. 91, Chisinau mun., Identity card A 88017094, issued by the office 88 on 08.02.2000, p.c. 200088007672.

Tanurcov Stefan, born on 19.04.1974, residing: 80/5 Albisoara street, ap. 31, Chisinau mun., Identity card A 02039961, issued by the office 02 on 06.11.1998, p.c. 0962505547913.

Masiutin Maxim, born on 14.09.1977, residing: 3 Mircea cel Batrin avenue, ap. 78, Chisinau mun., Identity card A 03018954, issued by the office 03 on 26.02.1998, p.c.0982502032795,

Legal and exercise capacity was verified.

State Registrar

/signature/

I. Merlici

Seal: Department of Informational Technologies of the Republic of Moldova. State Registration Chamber. Chisinau municipal office. Buiucani sector.



THE REPUBLIC OF MOLDOVA
THE PUBLIC NOTARY Lidia Zaporojanu
RESIDENCE: mun. CHISINAU, STEFAN cel MARE Av., 69/1

Year 2012 month 01 day 19

I, the Public Notary, Lidia Zaporojanu, certify the authenticity of the present copy with the original document; any erasures, additions, struck out words or other unstipulated corrections or other peculiarities has been not found in the latter.

Registered under the No. 10.3.3

Paid: State Tax 100ei

payment for notary's services (C) Cei

The Public Notary

/signature/

Seal: Republic of Moldova. The Public Notary - Lidia Zaporojanu. The Licence No. 071

Subsemnata Baltă Mariana, licențiată în în limbi moderne, certific autenticitatea traducerii în limba engleză cu textul înscrisului în copie legalizată, care a fost vizat de mine. The undersigned Balta Mariana, translator in moderns languages, certify the authenticity of the legal copy into English, which was performed by me.

19.01.2012

Semnătura traducătorului Translator signature



Case 1:12 CY 00215 AJT 10 D Quement 104-25 Filed 07/09/12 Page 18 of 30 PageID# 3458

NOTARUL PUBLIC *LIDIA ZAPOROJANU*

SEDIUL BIROULUI: MUN. CHIŞINĂU, BD. ŞTEFAN CEL MARE 69/1;

Tel: 27-80-61

Anul două mii doisprezece, luna ianuarie, ziua a nouăsprezecea

Eu, notar public, Lidia Zaporojanu, legalizez semnătura traducătorului,

Baltă Mariana, care îmi este cunoscută.

S-a înregistrat cu nr. 1035

S-a încasat taxa de stat - <u>1-00 leu</u>

S-a perceput plata pentru serviciul notarial - 19-00 lei

NOTAR PUBLIC



SOCIETATEA ESTE INREGISTRATA

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erin decasta Oskarari de constituire sin 70.05.1995

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I. MERLICI

STATUTUL

FIRMEI "PITLABB" S.R.L.

I. PRINCIPIL SENERALE

- 1.1. Presented Status water elaborat in conformitate ou or evederile Leuis Republicii Moldova "Cu privire is antreorementat as introdrinders". Hotartrii Guvernului Republicii Moldova Nr. 500 din 10.09.1991 "Despre aprobarea Republicamentului soccetatilor economico din Republica Moldova" si Contractul de constituire a FIRMET "FITLABS" S.R.L... numita in continuare "SOCIETATE".
- 1.2. Denumirea comoleta a Societatii (Firmei):

Firms "RITLARS" S.R.L.

Denumirea prescurtata: "RITLABS" 9. R.L.

1.3. Sediel Societati::

MD-2088. mun. Chisinau. com. Shidiohici. str. Podocrnii, 8

1.4. Conform formel sale croanizatorico-jurídice Societates este societate ou raspondere limitata.

Societates noarta resounders centre obligatiile sale numai in limitele matrimoniului sau. Societates nu poerta resounders centre obligatiile Asociatiilor sat. Asociatii Societatii poerta resoundere pentre obligatiile Societatii numal in limitele cotelor deguse in Cagitalul social. Asociatii. care nu si-au depus pe deplin cotele. poerta respundere pentre obligatiile Societatii si cu pertee nedenuse a cotelor respective.

1.5. Societatea obtine drepturile de persoana jurídica din data inredistrarii de stat in modul stabilit.

Societateà dispune de bilant autonom si conturi in banci. are stampila in care se contin denumirea si imaginea emblemen Societatii.

- 2. SCOPUL SI SPERELE DE ACTIVITATE.
- 2.1. Societatea se creaza prin asocierea posibilitatilor materiale si intelectuale de Asociatilor sai in vederea desfasuranii activitatii in sconol obtinerii beneficiului.

Pentru a-si realiza sarcinile asumate Societatea desfaspara urmatoarele denuri de activitate:

- Flaborarea so explostarea software:

activitates legate de computere si software:

Romantiates commercials de intermediere. Leanvactil de import-

/ - comert ou amarontol contralizat. inclusiv lebulci, de birou di abrevanti:

- wholm area on orectores), cruducerea, morderea, instalarva, intrationa as explosiarea retaletor publice de transcort de date.
- Alte from a de activitate va desfasoara in modul prevacut de legislatic.
- J. CAPITALUL SOCIAL, COTELE DE PARTICIPARE.
- 3.1. Cabitalui social al Societalii este de 5 400 (cinci mil patru sule) le:
- 5.2. La data constituire: Botietatri Depitalul sociel e fost format de contul aporturilor deduse respectiv de catre Asociatiifondatori:

	Denumires sau:	! An	ortul in	Caultal	al soci		Cota	and make plane of
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1 3 3	Demcenco S.I. Masiutin M.G. Tanurcov S.B.	2 2 3 3 4		Antiles annually supplied antiles and an	40 30 30	After all the control of the control	40 30	er rich kenn. å
J	TO TAL	· · · · · · · · · · · · · · · · · · ·	3 400	-1800 -1800 strike strike strike, series series series saage sa L E	i i i	eteis Asser Ause- susu.	quarks have extra result should be one whose series on a status gas $\frac{\partial E}{\partial x} = \frac{\partial^2 E}{\partial x^2} \frac{1}{2} \frac{1}{2}$	ed enter state

- 3.3. Cotele de participare (aporturile) ale Asociatilor-fondatori sint transmise Societatii in termenele prevazute de Contractol de constituire a Societatii, iar persoanele, care devin membri cu cote de participare dopa crearea Societatii, le depun in modol stabilit de adunarez cenerala a Societatii.
- T.A. Camitalul social coate fi completat de contoli beneficiului restant la dispuzitia Societatii duna achitarea mistitur in buest: compler de participare.
- 3.5. Canitalul podial poate fi micsorat de contuit micsorarii de valorii certificatelor la cotele de participare: rescumpararii de catre Godietate a certificatului la cote de participare a associatului retras din componenta es. cu anularea olteriora a agreestut pertificat.

- 4. FORMAL DE ARTERVA. AFORTURI BUFLIMENTARE
- 4.1. Societates creaza formul de rezerva in marime de 15% din Capitalui social. Fondul de rezerva se creaza prin crelevari anuale din beneficiu pina se va atince cuantumul prevazut. Marimea prelevarilor anuale este stabilita de catro adunarea generala a Asociatilur. da nu poate constitui mai putin de 6% din suma beneficiului nel.
- 4.2. Associatit sot desume cole sustimentare la sour sentro acoperirea sierdesilor supertate de Societate sau in caso cind temporar sunt necesare asemenea cote. Cota suplimentara nu majoreaza aportul Asociatului in Capitalul social. Plata cotelor suplimentare se efectueaza proportional cu aporturile in Capitalul social. Decizia privind depunerea cotelor soplimentare si suma acestora este adoptata de adonarea generala prin votarea in unanimitate tuturor Asociatilor: cu privire la model si termenele de depunere cu majoritatea de 3/4 din voturile Asociatilor.
- 4.3. Asocialii nursi asuma ubligatii pentru executures umor servicii sublimentare.
- 5. ORGANELE DE COMBUCERS ALS SOCIETATEI

Organele de conducers ele Bocietatii sint:

- adunaces generala a Asociatilor. denumita in continuare "Adunace":
- organul executiv. ce se creaze la decizia Admarti sac sob forme de Comitet de derictie. sac prin instituirea functiei de director. Organul executiv. indiferent de forme sa va fi nomit in continuare "Târector":
- comisia de cenceri sou cencerul, numiti un continuare "Cenzorul".
- A. ABUNGRES GENERALA. EVIDENTA VUTURILDE ABODIATILDE
- 5.1. Do timpopianta enclusiva a Adunaria sinta
- modificarrea Statubulur, majorarea si'sau demindarea Capitalur sociale
- 2) enrobarea reprindur er bilantuiul anual. repartizarea Densfintalur:
- 3) sleageres of revisement Directorolyis
- 4) Alemanna si rosuranea Cumburalera
- 5) aprobarea sodului de romunerare a musult si a salarillor - tarifare ale Directorului si Centorului:
- 4) excluderes Asociatalui din Societale:
- 2) aprobance contractetor. In helate we sume to depases. In 70 no onl Capital of social varietim in a contractetor inchetate intre-Societate of Asocietii el:
- S) aprobarca decizition ou privire le respundence metricle a Directorului si Convergluis
- 9) ordanizarwa di lichiwaren Societatii.

- 6.2. Le dereber et deciziiler in cadrul adunarii çemerale seu fara convecurea colorari centrale Asociatii beseud numerol de votore propertional cu reluarea certificatelor la cota sa de particularea confuent din Capital social os ypt".
- 6.7. Decisiile in price probleme se adopte cu majoritatea Simple a voturilor. cu exceptia problemelor expuse in subconclele 1,2,6,7 ale punctului 6.1. Pentro aceptarsa decisiilor privind aceste probleme se pere o mejoritate de 3/4 din numarul tota: de voturi ale Asociatiilor. Daca numarul Asociatilor e mai mio de 3 pi aporturile acestora sint epale, problema ve fi adoptate numai nu acordul tota: Asociatilor Sucietatii.
- 6.4. Associatel so are drest de vot la examinarea problemelor en privire la traderea se la espondare si la esceptarea contractulo: sau incheiat de Bodietatea.
- 5.5. Adenar de poi fi empale su emstraprdinare.

Adunarily unualy so convuers in modul stabilit de louislatio.

Adunarea eastr cordinara poste fi convosos la cercrest 🛒

- Directorului, papa areaete o cer interpeelo Scotetelli in Ansambles
- Cangaratele
- Asociatilos cara cosada in ansamble maj mult de 18% de vultari. Data in decursul a 8 zile Directorul n-a indeclirit carinta data. Asactati sint la drect sa convocia singui Adenarea.
- 6.6. In calculate cind a isposibile convocated operative a Admartic pertrol solutionarea problemator de resminat, privind activitatea Societatic, presum si in alte cacuri, stabilite in documentele interne als Societatic, as admits adoptarea hetaricilor or in metoda chestionarii Asociatilor in modul atabilit de legislatic. Decisia prin metoda chestionarii se considera adoptara, daca impotriva ei nu see propuntat nici unul dintre Asociati.
- 6.7. In Letelette carpei, univind convucance Adunarii si includenti in ordinea pe zi e uno seu alter probleme. Asceletti se comune de locislatio in vigoaro.
- 7. ORBANUL EYECUTEV (DIPECTORUL)
- 7.1. Octivitates curents a Societatii este conduse de Director.
- 7.7. Baronter of a

- meaniceses activitates Besietatic. Lineral evidental confabile - will a lum miles da sentetarint: organia da lumeboritor la A Societate al eliberarea lum din functio:

H imprese transaction in number Sectedation

to emble to describ the actions of the contract of the contrac

- executo hoteririle Adamerii:
- intoxecto darea de seema si bilantul anual si le prazinta Adunarii:
- orpasiliana seemalaren butarinilar Admenila
- salutionessa alte probleme priving activitates Successii. Lucescoptia color ce tin nemijopic de commetanta Adumeria.
- B. CENTORUL
- S.i. Centural are divocal:
- sa efectueze controlul aptivitatii Sopietatii din initiativa propries
- se cesta on la functionarii Societatii prezentarea tuturor materialalor necesare si e explicatiilor necesonale:
- sa partitios ou vot consultativ la sedintele organului executiv (Directies).
- 8.2. Cerroral este obligation
- sa verifice darea de seama si bilantul anual ale Societatii.
 precum si bilantul de lichidare. sa raporteze privind revizia efectuara, pe care o anexeaza la darea de seama anualo:
- sa controlege activitatea Societatil din insarcinarea Adunarit sau la cererea cel outif a unula dintre Asociat::
- transmite Adunarii materialeie cu rezultatele cumirolului efectuali
- sa nu devulue secretele conerciale pravind activitateu
 Societatii:
- sa tears convocarea exstraordinara a Adenorii, daca sint in perion! interesele asentiale ale Societatii sau du fost descoperite incalcari grave din partea functionarilor Societatii.
- 9. PREFTURILE BY OBLIBATILLE ASSOCIATILOR
- 7.1. Asociatir Socretatir sint wollgatir
- sa secura aour turile sele su modul, marinea si formele crevazule in altele de constituire:
- sa on deodoe informatia confidentiala referitosee la activitatea Societatii:
- sa respecte prevederice acteior de constitures
- sa escouio oblicatille. Asomete in mode. Stabill Fall de
- A sa averde sprimul nemesar Societalii. da aveasta seesi opata Morofesura activitatar.
- 947. Asoliania Bonietatra au dreutul:

stabilit de Stafut bi lecimiatie:

- sa bereficieze de cota de boneficia proportionala co apprtut demos:
- sa beseficieze de seferestia referitoure la activitatea Societatii, inclusiv sa se femiliarizate de detela decontarilar contabile si darlle de seama, alte documente, in modul stabilit de Adunare;
- To beneficieze de dreploi preferential la procurerca cotei in intredime seu partiel a Asociatulot caro se retrae din Societate, proportional cu aportul los depus in Capitalul social seu in alta marime conform intelegerii dintre ei:
- sa ceara examinarea unei anumite probleme la sedinta Adunaril. in modul stabilit de Statut si legislatie:
- m sa ceara convocarea exstraordinara a Adunarii, in modul stabilit de Statut si legislatie:
- sa ceara controlul activitatii desfasurate du Directie; - sa instraineze certificatul sau la cota de participare in intrevisea (sau partiai) unuia sau mai multor Asociati pri tertaior persoane, in modul stabilit de Statut si lugislatie.
- 7.3. Asociatul Societatil, care nu executa sistematic sau executa in mod desatisfacator obligatille sale. sau prin actiunile sale impiedica realizarea objectivelor Societatii. obate fi exclus din Societate cu majoritatea de 3/4 din voturile Asociatilor. In acest car Asociatul (reprezentantul lui) nu participa la votare.
- 10. MODUL DE INSTRAINARE À CERTIFICATELOR LA COTA DE FARTICIPARE
- 10.1. Asociabul Societatii are dreptul sa instraipeze (sa kraosmita, sa vinda) liber certificato) sau la cota de participere alter asociat al Supietatri.

Asocietul are dreptul sa instralneze certificatul la cota de particidare atit integral, cit si partial.

- 10.2. Asociatii teneficiaza de dreoted proponderent la obtinerea certificatului la cota de participare a Asociatului care il instracreaza, proportional cu valoarea certificatelor sac la cota de participare sac la un pret negocios.
- 10.3. Ascriatul iei prate instræina certificatul la cota de participare unei terte persoane numai in cazul in care altrasuciati el Societati) nu s-au folosit de drapturiler l'or prioritare la obtinerea certificatului la cota de participare care se instræineaza.
- 10.4. Asociatul, care intencioneza sarsi inscraineze certificatul sau la cuta de participare integral sau partici, frimita Directorului o notificare in scrib cu exeunerea motivetor si conditi. Im instrainarii, inclusiv pratul di bermanul quatrainarii. In acest daz Directorul satrobligat sa convoace Adunarus esti acridinara.

decisas decratifor priving procurarea empretuzul de la procura dertificato la cota do participare esto necesso es fiscadociata son mas firsto de empirarea a 90 de 2116 don data primirio de catre deres se la notificació esclue.

- In the conter, orecomes in that it in Admines adopte decirie priving refural dela produce a certificatul is note de participare instrainat sau o darte a valorii lui. Asociatul are dreptul de efectueze instrainares in utilitates (ertelor persoane) Concomitent condititie de instrainare tertelor dersoane nu pot ficar avantopase decit colo produce celorialti Asociati in potificardo sorisa.
- 10.5. In tax de representation e Asociatului e persoana juridica seu de doces al Asociatului e persoana fizica, deenturile si obligatiite lui in cadrul Scrietatii fata de legislatie si prezentul Statut trec la succesorii de drept (mostanitori). Data succesorii de Greut (mostanitorii) renunta la participarea in calitate de Asociati ai Sociatatii. Lartificateia for la cota de participare trebuie as fie instrainate in modul prevazut in punctele 10.1. 10.2. 10.3. si 10.4. Ale prezentatul Statut.
- to.5. In cas de l'ichidere a Asociatului persoone juridice ceilelt! Asociati sint in drept se procure certificatul le cote de participere a Asociatului lichidat conform pretului coprdonat cu comisia de lichidare. Stabilit in punctele iu.1. si 10.2. ale prezentului Statut sau sa adopte pecizia privind instrainarea lui tertelor persoane, in modul stabilit in punctare 10.1. si 10.4. ale prezentului Statut.
- 10.7. Alte raportura ale Asceratilo: in legitura du Capitalul social si modul de instramare a certificatelor la cota de participave se reglementeaza conform legislatici in vigoare.
- 11. MODUL DE REPARTIZARE SI DE INVESTIRE A BEREFICIELUI
- 11.1. Feneficial net al Bocielatii se repartizeaza conform deciziei Adunarii in modul urmator:
- pentru creares si completares fondalui de reserva:
- pentru Dezvoltarea Sociatatii:
- pentro stimularsa Directorulus, Centuralui, persontului Bodietatii:
- ventru alte scoon i la aurecierea Adunarii:
- benche plata dividentelor cuvento Asociatilor conform totalmilor activitatil de un an sau bentro o alte periode de timo coordonata intro ed to proportio stabilità conform prevedention presentabal Statut.
- 11.2. Model de activare a milloaceier din fondarile creale de Dans bemaficalità nact. Sa siablivate de Catro Administra La Bermia toma resoluta - cu tarre l'aractor.
- 12. REDRGANIZAREA GI LICHIDAREA
- Milio Bizzarea antivitatio Busia sur urb luc de tulea Precryanizario Bas licindario Riv
- La reordanizarea Societatii dreste ilo a. Obligatilia scentul sent Oreinate de succesorol de draet.

Lichidarea Societatii are loc:

- in cazul cind Societatea da faliment:
- in cazul cind numarul de Asociati s-a redus bina la unul. daca in timo de sase luni in Societate nu vor fi admisi noi Asociati: - la decizia Adunarii:
- in alte cazuri prevazute de leoislatie si prezentul Statut.

12.2. In cazul lichidarii Societatii:

- se creaza o Comisie de lichidare (se numeste lichidatorul - Intreprinderii). Care se numeste de catre Asociatul unic si actioneaza in modul stabilit de legislatia Republicii Moldova:
 - Comisia de lichidare (lichidatorul Intreprinderii) publica în Monitorul Oficial al Republicii Moldova informatie despre lichidarea Intreprinderii. procedura si termenele în care se va efectua lichidarea. termenul limita de inaintare a creantelor de creditori. precum si evalueaza activele Intreprinderii (bunurile si toate obligatiile patrimoniale fata de Intreprindere). stabileste creantele creditorilor. comunicindu-le acestora despre lichidarea Intreprinderii. ia masuri pentru perceperea datoriei de debitor:
 - dupa expirarea termenului de inaintare a creantelor de catre creditori. Comisia de lichidare (lichidatorul) prezinte spre aprobare Asociatului unic Procesul-verbal de evaluare al activelor. lista creantelor inaintate de creditori si suma acestora. precum si rezultatul examinarii lor. Documentele sus mentionate sa aproba de catre Asociatul unic si se aduc la cunostinta fiecarui creditor:
 - Comisia de lichidare (lichidatorul). dupa executare a tuturor creantelor creditorilor. intocmeste bilantul de lichidare si il prezinta odata cu predarea Asociatului unic bunurilor ramase ale Intreprinderii:
 - bunurile transmise Intreprinderii. filialelor ei in folosinta sunt restituite proprietarilor lor. iar valoarea dreptului de folosinta la momentul lichidarii se include in suma ce li se cuvine proprietarilor in cauza la repartizarea finala a mijloacelor.
 - 12.3. Lichidarea Intreprinderii se considera incheiata. iar Intreprinderea isi inceteaza activitatea - din momentul radierii ei din Registrul de Stat al Comertului.

ASDCIATII:

Demcenco Sergiu Ion

Masiutin Maxim Ghenadii

Tanurcov Stefan Stefan

the

La 03 februarie anul 1998 eu, Viorica Botnari, notar de stat la Biroul notarial de stat nr.2 din sectorul Centru, orașul Chișinău, Republica Moldova, legalizez exactitatea semnăturilor cet.Demcenco Sergiu, Masiutin Maxim, Tanurcov Ștefan efectuate în prezența mea.

Identitates semmetarilor este stabilită.

S-a înregistrat în condică cu nr.8/IO-3-574 S-a încasat taxa de stat I leu 80 bani Notarul de stat



"APROBAT": de adunarea generală a asociaților <u>Firmei</u> "RITLABS" <u>S.R.L.</u> proces verbal nr. 1 din 14.11.2001

4 110.1.

ACORD

CU PRIVIRE LA MODIFICĂRILE ÎN DOCUMENTELE DE CONSTITUIRE A FIRMEI_" RITLABS" S.R.L.

nr. de înregistrare 105077910 din 16.02.1998

Asociații:

Demcenko Serghei, născut la 06.05.1960, domiciliat: mun. Chișinău, str. Ginta Latină 17/1, ap.91, buletin de identitate A 88017094, eliberat de of.88 la data de 08.02.2000, c/i 2000088007672.

Tanurcov Ștefan, născut la 19.04.1974, domiciliat: mun. Chișinău, str. Albișoara 80/5, ap. 31, buletin de identitate A 02039961, eliberat de of.02 la data de 06.11.1998, c/i 0962505547913.

Masiutin Maxim, născut la 14.09.1977, domiciliat: mun. Chişinău, str. Mircea cel Bătrăn 3, ap. 78, buletin de identitate A 03018954, eliberat de of.03 la data de 26.02.1998, c/i 0982502032795,

în baza procesului verbal nr. 1 din 14.11.2001 privind schimbarea sediului, au hotărît următoarele:

I. Punctul 2 al Contractului de constituire și punctul 1.3 al Statutului se modifică și vor avea următorul conținut:

Sediul Firmei "RITLABS" S.R.L.: mun. Chişinău, bd. Ştefan cel Mare 180, bir. 102

Prezentul Acord a fost întocmit în 2 exemplare care au aceeași valoare juridică, dintre care un exemplar se păstrează la Camera Înregistrării de Stat, iar celălalt se eliberează solicitantului.

Asociații:

Semnatura:

Tanurcov Ştefan

Demcenko Serghei

Masiutin Maxim

REPUBLICA MOLDOVA

NOTARUL PUBLIC LIDIA ZAPOROJANU

SEDIUL BIROULUI: MUN. CHIŞINĂU, BD. ŞTEFAN CEL MARE 69/1

Tel: 27-80-61

Anul două mii doisprezece, luna ianuarie, ziua a nouăsprezecea

Eu, notar public, Lidia Zaporojanu, legalizez această copie, identică cu originalul documentului prezentat mie, care nu conține ștersături sau adăugiri, cuvinte suprimate sau alte corectări nespecificate.

S-a înregistrat cu nr. 1033

S-a încasat taxa de stat - 1-00 lei

S-a perceput plata pentru serviciul notarial - 20-00 lei

NOTAR PUBLIC

